

Effie F. Anastassiou, Esq. (SBN 96279)
 Scott J. Allen (State Bar #178925)
 Denis Klavdianos, Esq. (SBN 225925)
ANASTASSIOU & ASSOCIATES
 242 Capitol Street
 Post Office Box 2210
 Salinas, California 93902
 Telephone: (831) 754-2501
 Facsimile: (831) 754-0621

Attorneys for OCEANO PACKING COMPANY, LLC

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA, SAN JOSE DIVISION**

ASA FARMS, INC., a California corporation and
BRAGA RANCH

Case No. C08-00122JF

Plaintiffs,

**[PROPOSED] ORDER RE OCEANO
PACKING COMPANY, LLC'S MOTION
FOR INTERVENTION**

V.

FRESH 'N HEALTHY, INC., a Delaware corporation, MARK WILLIAMS, an individual; JACK PARSON, an individual; STEVEN CINELLI, an individual; CHAD HAGEN, an individual; SANTOS MARTINEZ, an individual; DON BEAM, an individual; DARRYL NICHOLSON, an individual; RICHARD MAY, an individual; THOMAS COLOGNA, an individual; PRESTWICK PARTNERS, LLC, a California limited liability company; SOLSTICE VENTURE PARTNERS, LLC, a business entity form unknown; VFINANCE INVESTMENTS, a business entity form unknown; FMP VINEYARD, LLC, a New Mexico limited liability company; BUTTONWOOD OPTION, LLC, a business entity form unknown; DW, LLC, a business entity form unknown; M SOLAZZO TRUST 2002; P. SOLAZZO 1998; GIBBONS FAMILY TRUST; BIXLER TRUST; STEIGERWALD TRUST and CARTER TRUST, COMERICA BANK and DOES 2 through 50, inclusive.

DATE: April 4, 2008
TIME: 9:00 a.m.
PLACE: Courtroom 3, 5th Floor
JUDGE: Judge Jeremy Fogel

Defendants

The Motion of OCEANO PACKING CO, LLC ("OCEANO") to intervene as a Plaintiff in the this pending action, namely ASA Farms, Inc., et al. v. Fresh 'N Healthy, Inc., et al., Case Number C08-00122JF ("Pending Action"), and to file its Complaint-In-Intervention against the defendants named therein ("Motion For Intervention") came on for hearing before the Court on April 4, 2008.

After consideration of all the papers filed on this matter before the Court, and the oral arguments presented at the hearing, the Court is convinced that the Motion For Intervention is timely and that:

1. OCEANO has an interest in the subject of the Pending Action and is so situated that the disposition of the Pending Action may impair or impede OCEANO's ability to protect that interest, and no party to the Pending Action adequately represents the interest of OCEANO.
2. OCEANO also asserts claims with sufficient common questions of law or fact, so that permissive intervention would serve the interests of judicial economy, and the existing parties would not be unduly prejudiced by intervention in this matter.

THEREFORE, IT IS HEREBY ORDERED that:

1. OCEANO's Motion For Intervention is hereby granted.
2. OCEANO is made a party Plaintiff to the Pending Action.
3. OCEANO's Proposed Complaint-In-Intervention, attached and served as **Exhibit "A"** to the Declaration of Effie Anastassiou In Support of Motion For Intervention, is deemed filed and served as of the date that this Order is signed.
4. The defendants named in OCEANO's Proposed Complaint-In-Intervention must respond to the Complaint-In-Intervention no later than _____.

Dated: April __, 2008

Honorable Jeremy Fogel
United States District Court Judge

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